

7011-D

MARATHON LEASING COMPANY
EQUIPMENT TRUST, SERIES 5

RECORDATION NO. _____ Filed & Recorded

SEP. 7 1973 1:11 PM

COMMERCIAL COMMISSION

BILL OF SALE

THIS CONTRACT dated as of the 7th day of September, 1973, by and between MARATHON LEASING COMPANY, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and SECURITY NATIONAL BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer") pursuant to Marathon Leasing Company Equipment Trust, Series 5, dated as of April 1, 1973.

In consideration of \$10.00 in hand paid, receipt of which is hereby acknowledged, Seller does hereby sell and convey to Buyer the railroad cars described in Exhibit "A" attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Lease described in the attached Exhibit "B"; and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

MARATHON LEASING COMPANY

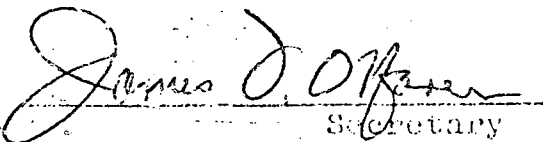
By



C. T. Carolan, President

[SEAL]

ATTEST:


Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared C. T. CAROLAN, President, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of MARATHON LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 5 day of September, 1973.

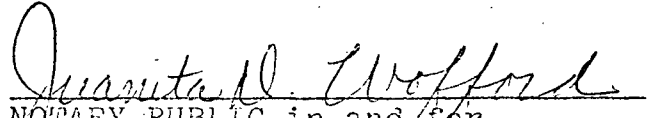

NOTARY PUBLIC in and for
Harris County, T e x a s

EXHIBIT "A"

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity In Gallons</u>	<u>Initials and Car Numbers</u>	<u>Maximum Cost</u>	<u>Date of Earliest Service</u>	<u>Date of Lease</u>	<u>Term</u>	<u>Monthly Rental</u>
29 tank cars	111A100W3	14,000	RTMX 3121 thru 3149	\$623,500	July, 1973	6-1-73	180 months	\$7,540.00

EXHIBIT "B"

EXISTING LEASE

Tank Car Lease and Service Contract dated June 1, 1973
between Marathon Leasing Company and Duval Corporation,
covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
50	14,000 gal. 111A100W3	RTMX 3100 through 3149

CERTIFICATION

This is to certify that I have compared the original of the Marathon Leasing Company Bill of Sale dated September 7, 1973, with the attached document and I have found the document to be a true and complete copy of the original in all respects, including the dates, signatures and acknowledgments.

GIVEN UNDER MY HAND AND SEAL this 7th day of September, 1973.


Notary Public

My Commission Expires July 15, 1974